

FILE NO.
82 - 34708

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MINUTES
of an extraordinary general meeting
of shareholders of
SPL WorldGroup B.V.,
having its corporate seat in Amsterdam
(hereinafter referred to as: the "Company")
held on September 17, 2003 in Amsterdam.



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Chairman: Mr John C.C. Paans

Secretary: Mr Alex van Doorn

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The chairman opened the meeting and stated that the Company's Board of Managing Directors has advised him that no depositary receipts for shares in the Company have been issued with the Company's concurrence and there are no persons to whom the law attributes the right accruing to holders of depositary receipts issued with the Company's concurrence.

The chairman established that the convocation of this meeting took place in accordance with the Company's Articles of Association and the statutory provisions. The chairman furthermore informed the meeting that, in accordance with the attendance list, which will be attached to the minutes of this meeting, 3,742,046 shares are represented at the meeting, constituting approximately 31.2 % of the entire issued share capital.

The chairman brought up for discussion the following issues included in the agenda for this meeting:

1. The proposal to approve a supplemental remuneration to any Board member working on one or more special projects for the Board in an amount to be determined by the Board of Directors of the Company in each instance, provided the total amount shall not exceed an amount equal to the prorata annual base compensation of the Company's Chief Executive Officer (subject to all

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withholding or other applicable taxes); provided, further, that if the Company does not then have a Chief Executive Officer, the compensation shall be based upon the annual base compensation of the Company's immediately preceding Chief Executive Officer; and provided, further, that such supplemental remuneration shall be paid to Mr. Trevor Winer and Mr. Roger Peirce in their capacities as Directors of the Company in connection with their work on special projects for the Board of Directors effective since May 5, 2003.

2. The proposal to approve the fiscal year 2002 proposed allocation of profit between the Series A Preferred Stock, the Series B Preferred Stock and the Common Stock of the Company, as provided in Article 24 of the Articles of Incorporation of the Company.
3. The proposal to adopt the audited accounts of the Company for the 18-month period ended December 31, 2002.

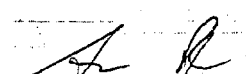
The meeting unanimously adopted the agenda as moved by the chairman.

The chairman then proceeded to the first item on the agenda, being the proposal to approve a supplemental remuneration to any Board member working on one or more special projects for the Board. The chairman put this proposal to a vote and observed that 3,582,420 votes were cast in favour of the proposal and 159,626 votes were cast against the proposal. The chairman informed the meeting that this proposal is therefore accepted.

The chairman proceeded to the second item on the agenda, being the proposal to adopt the fiscal year 2002 proposed allocation of profit between the Series A Preferred Stock, the Series B Preferred Stock and the Common Stock of the Company. This proposal, which was subsequently put to a vote, was unanimously accepted by the shareholders present at the meeting.

Subsequently the chairman moved to the third and last item on the agenda, being the proposal to adopt of the audited accounts of the Company for the 18-month period ended December 31, 2002.

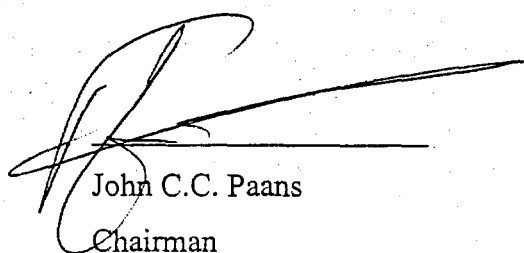
The chairman put this proposal to a vote and observed that the proposal was unanimously accepted by the shareholders present at the meeting.



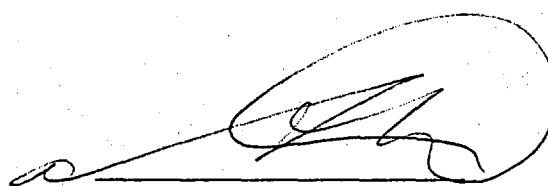
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Since no other business was transacted and no participant wished to address the meeting, the chairman adjourned the meeting.

Amsterdam, September 17, 2003.



John C.C. Paans
Chairman



Alex van Doorn
Secretary

ATTENDANCE LIST EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF SPL WORLDGROUP B.V.,
AMSTERDAM, THE NETHERLANDS, SEPTEMBER 17, 2003

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| Name | # Shares | Proxy | Date of Proxy |
|--|----------|-------|--------------------|
| Maguire, J. | 77800 | Yes | August 31, 2003 |
| Josephson, J. | 2000 | Yes | September 1, 2003 |
| McKenzie, A. | 226415 | Yes | September 2, 2003 |
| Standard Nominees (C.I.) Ltd. | 307266 | Yes | September 3, 2003 |
| TCV LP | 713970 | Yes | September 3, 2003 |
| TCV CV | 56540 | Yes | September 3, 2003 |
| TCV II VOF | 18904 | Yes | September 3, 2003 |
| TCV II CV | 88856 | Yes | September 3, 2003 |
| TCV II LP | 581978 | Yes | September 3, 2003 |
| TCV II (Q) LP | 447431 | Yes | September 3, 2003 |
| TCV II Strategic Partners LP | 79397 | Yes | September 3, 2003 |
| Multit, D. | 10000 | Yes | September 7, 2003 |
| PlusPlus - New Horizons Trust | 164500 | Yes | September 9, 2003 |
| Zolezzi, R. | 25960 | Yes | September 9, 2003 |
| Wachovia Securities (2 accounts held for R. Zolezzi) | 21230 | Yes | September 9, 2003 |
| Iles, S. | 20168 | Yes | September 10, 1003 |
| Huntley, R. | 125267 | Yes | September 12, 2003 |
| Stiching SPL WorldGroup Employee Stock | 614738 | Yes | September 12, 2003 |
| Bourne, B. | 123906 | Yes | September 15, 2003 |
| Wachovia Securities (account held for B. Bourne) | 35720 | Yes | September 15, 2003 |
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TOTAL 3742046

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